

EXHIBIT A
ACKNOWLEDGEMENT AND CONSENT OF
FOUNDATION SHAREHOLDER

CONSENT OF MEMBER
IN LIEU OF SPECIAL MEETING
OF
PREMERA

[Foundation Shareholder], a Washington nonprofit corporation formed under the Revised Code of Washington (the “RCW”) Chapter 24.03 (the “Member”), being the sole voting member of PREMERA, a Washington nonprofit miscellaneous corporation formed under RCW Chapter 24.06 (the “Corporation”), takes the following actions without a meeting:

WHEREAS, the Board of Directors of the Corporation believes it to be in the Corporation's best interests that the Corporation adopt the Plan of Reorganization attached hereto as ***Exhibit A***, in accordance with Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, that it adopt the Plan of Distribution, attached hereto as ***Exhibit B***, and that the Corporation be dissolved; and

WHEREAS, pursuant to the Corporation's articles of incorporation, the Plan of Distribution and RCW 24.06.265, the Corporation's assets on dissolution will be transferred to the Member; and

WHEREAS, the Board of Directors has determined that distribution of the Corporation's assets upon dissolution of the Corporation to the Member is conditioned upon the Member acknowledging and confirming that such liquidation distributions are subject to (i) the limitations applicable to the assets received by the Corporation from Premera Blue Cross, a Washington nonprofit corporation formed under RCW Chapter 24.03; (ii) the requirements regarding the use of the distributed assets included in the Corporation's articles of incorporation; and (iii) that certain Stock Restrictions Agreement, dated as of [], 200[], by and among the Corporation, [New PREMERA Corp.] and the Member; and

WHEREAS, the transactions provided for in the Plan of Reorganization and the Plan of Distribution have received all required governmental approvals; it is hereby

RESOLVED: That the Member hereby authorizes the execution, delivery and performance of its obligations under the Acknowledgement and Consent, attached hereto as ***Exhibit C***;

RESOLVED: That the Member hereby adopts the Plan of Reorganization, attached hereto as ***Exhibit A***; and it is

RESOLVED FURTHER: That the Member hereby decides to voluntarily dissolve the Corporation pursuant to RCW 24.06.260; and it is

RESOLVED FURTHER: That in accordance with RCW 24.06.265, the Plan of Distribution, attached hereto as ***Exhibit B***, which has been approved by the Board of Directors of the Corporation, is hereby adopted by the Member; and it is

RESOLVED FURTHER: That the officers of the Corporation, or any one of them, are hereby authorized and directed to obtain a tax clearance certificate from the Washington Department of Revenue and execute and file Articles of Dissolution, in the form attached hereto as ***Exhibit D***, with the Secretary of State of the State of Washington; and it is

RESOLVED FURTHER: That the officers of the Corporation, or any one of them, are hereby authorized to execute and deliver any documents and to take any other actions as may be necessary and proper to effectuate the intent and purpose of these resolutions.

Dated this ____ day of _____, 200__.

[FOUNDATION SHAREHOLDER]

By: _____

Its: _____

EXHIBIT A
PLAN OF REORGANIZATION
OF
PREMERA

PREMERA, a Washington nonprofit miscellaneous corporation formed under RCW Chapter 24.06 (the “Corporation”), hereby adopts the following plan of reorganization in accordance with Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, to change its form of organization to become a Washington corporation under RCW Chapter 23B:

1. The Corporation will undertake the contribution of all its assets and liabilities to [New PREMERA Corp.], a Washington corporation formed under RCW Chapter 23B, in exchange for all of the issued and outstanding stock of [New PREMERA Corp.] pursuant to the Transfer of Assets Agreement attached hereto.
2. Pursuant to the Plan of Distribution attached hereto, the Corporation will distribute 100% of its assets, including all the stock of [New PREMERA Corp.], to the Corporation’s sole voting member, [Foundation Shareholder], a Washington nonprofit corporation formed under RCW Chapter 24.03 and then liquidate and dissolve as soon as practical thereafter pursuant to the Articles of Dissolution attached hereto.

PREMERA

By: _____
Its: _____

EXHIBIT B
PLAN OF DISTRIBUTION
OF
PREMERA

In accordance with RCW 24.06.265, the following Plan of Distribution for PREMERA, a Washington nonprofit miscellaneous corporation formed under RCW Chapter 24.06 (the "Corporation"), shall indicate how the Corporation shall distribute its assets upon its voluntary dissolution:

The Corporation shall apply and distribute the assets of the Corporation as follows:

1. All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor; provided that, the prior assumption of liabilities by [New PREMERA Corp.], a Washington corporation, in connection with the transfer of the Corporation's assets in exchange for New PREMERA Corp.'s stock, pursuant to the terms of the Transfer of Assets Agreement attached hereto, shall be deemed adequate provision for such liabilities;
2. Once all liabilities and obligations have been paid or adequately provided for, the Corporation's remaining assets shall be transferred and conveyed to its sole voting member, [Foundation Shareholder], a Washington nonprofit corporation formed under RCW Chapter 24.03.

PREMERA

By: _____
Its: _____

EXHIBIT C
ACKNOWLEDGEMENT AND CONSENT
OF
[FOUNDATION SHAREHOLDER]

[Foundation Shareholder], a Washington nonprofit corporation formed under RCW Chapter 24.03 and sole voting member of PREMERA, a Washington nonprofit miscellaneous corporation formed under RCW Chapter 24.06, and transferee of PREMERA's remaining assets on PREMERA's dissolution, acknowledges and confirms that [Foundation Shareholder] takes such transferred assets subject to:

- (1) the limitations on the use of the distributed assets included in PREMERA's articles of incorporation; and
- (2) that certain Stock Restrictions Agreement, dated as of [], 200[], by and among PREMERA, [New PREMERA Corp.] and [Foundation Shareholder].

[FOUNDATION SHAREHOLDER]

By: _____
Its: _____

EXHIBIT D
ARTICLES OF DISSOLUTION
OF
PREMERA

Pursuant to RCW 24.06.275, the following Articles of Dissolution are submitted for filing:

1. The name of the corporation is PREMERA (the "Corporation").
2. The sole voting member of the Corporation adopted a resolution to dissolve the Corporation by written consent on _____, 200__.
3. All debts, obligations and liabilities of the Corporation have been paid and discharged, or adequate provision has been made therefor.
4. All remaining property and assets of the Corporation have been transferred, conveyed or distributed in accordance with RCW Chapter 24.06.
5. With respect to any suits pending against the Corporation in any court, adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against the Corporation in any pending suit.
6. A copy of the Department of Revenue Tax Clearance Certificate, issued on _____, 200__, is attached hereto.

Dated _____, 200__.

PREMERA

By: _____

Its: _____